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May 29, 2009

RECORDATION NO. 23684-E FILED

JUN 16 '09 -2 0 0 PM

SURFACE TRANSPORTATION BOARD

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Re: CIT Rail Trust 2001-1H

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Trust Indenture Supplement 2H (CIT Rail Trust 2001-1H), dated June 5, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Trust Indenture and Security Agreement previously filed with the Board under Recordation Number 23684-B.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee: Manufacturers and Traders Trust Company  
(successor-by-merger to Allfirst Bank)  
25 South Charles Street  
Baltimore, MD 21202

Owner Trustee: Wells Fargo Bank Northwest, National  
Association, not in its individual capacity but  
solely as Owner Trustee  
299 South Main Street, 12<sup>th</sup> Floor  
Salt Lake City, Utah 84111

Anne K. Quinlan, Esquire  
June 16, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

68 hopper railcars have been remarked and renumbered DGHX 9292, CITX 600000 - CITX 600054 and within the series CITX 600100 - 600255 (previously marked within the series CEFX 60244 - CEFX 60777 and SCSX 97558 - SCSX 97818) as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Trust Indenture Supplement 2H (CIT Rail Trust 2001-1H).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

RECORDATION NO.

23684-E  
FILED

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EXECUTION COPY

SURFACE TRANSPORTATION BOARD

**TRUST INDENTURE SUPPLEMENT 2H  
(CIT Rail Trust 2001-1H)**

This Indenture Supplement 2H (CIT Rail Trust 2001-1H), dated June 5, 2009 (this "Indenture Supplement") between WELLS FARGO BANK NORTHWEST, N.A., a national banking association, not in its individual capacity except as expressly provided herein but solely as owner trustee (the "Owner Trustee") under the Trust Agreement (CIT Rail Trust 2001-1H), dated as of September 28, 2001 (the "Trust Agreement"), between the Owner Trustee in its individual capacity and BANC OF AMERICA LEASING & CAPITAL, LLC (successor by merger to Fleet National Bank), as Owner Participant and MANUFACTURERS AND TRADERS TRUST COMPANY (successor by merger to Allfirst Bank) as Indenture Trustee (the "Indenture Trustee"), supplements that certain Trust Indenture and Security Agreement (CIT Rail Trust 2001-1H) dated as of September 28, 2001 (the "Indenture"), between Owner Trustee and Indenture Trustee;

**WITNESSETH:**

WHEREAS, Owner Trustee and The CIT Group/Equipment Financing, Inc. (the "Lessee") entered into that certain Equipment Lease Agreement (CIT Rail Trust 2001-1H) dated as of September 28, 2001 (the "Lease");

WHEREAS, the Indenture was recorded with the Surface Transportation Board on September 27, 2001 at 4:45 p.m., and was assigned Recordation Number 23684-B;

WHEREAS, Section 4.2 of the Lease provides for the execution and delivery of one or more Lease Supplements and Indenture Supplements for, among other things, the purpose of substituting the old reporting mark (the "Current Mark") of any Unit with a replacement reporting mark (the "Replacement Mark");

WHEREAS, Lessee and Owner Trustee are entering into a Lease Supplement, of even date herewith, to evidence that for those Units described on the attached Schedule 1, Lessee has substituted the Current Mark of each Unit with a Replacement Mark, which Lease Supplement shall be filed and recorded in all public offices where the Lease has been filed and recorded;

WHEREAS, at the request of Lessee, Owner Trustee and Indenture Trustee are executing and delivering this Indenture Supplement to substitute the Current Mark of each Unit on the attached Schedule 1 with a Replacement Mark;

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, Owner Trustee and Indenture Trustee agree as follows:

1. The Current Mark of each Unit listed on the attached Schedule 1 shall be substituted with the Replacement Mark listed opposite each such unit on Schedule 1;

*(Trust Indenture Supplement 2H)*

NY1:3511896

2. This Indenture Supplement shall, at Lessee's expense, be recorded with the Surface Transportation Board and in all other public offices where the Indenture is filed or recorded;

3. All of the terms and provisions of the Indenture are hereby incorporated by reference in this Indenture Supplement to the same extent as if fully set forth herein.

4. This Indenture Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

5. This Indenture Supplement may be executed by the Owner Trustee and Indenture Trustee in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same Indenture Supplement.

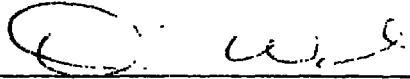
\* \* \*

*(Trust Indenture Supplement 2H)*

NY1:#3511896

IN WITNESS WHEREOF, the Owner Trustee has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

WELLS FARGO BANK NORTHWEST, N.A.,  
not in its individual capacity, but solely as Owner  
Trustee

By:   
Name: David Wall  
Title: Assistant Vice President

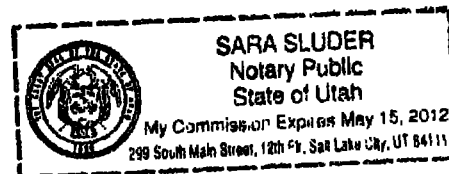
STATE OF **Utah** )  
 ) SS.:  
COUNTY OF **Salt Lake** )

On this 5<sup>th</sup> day of June, 2009 before me personally appeared David Wall to me personally known, who being duly sworn, says that he/she is the A.V.P. of Wells Fargo Bank Northwest, N.A., not in its individual capacity except as expressly provided herein but solely as Owner Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

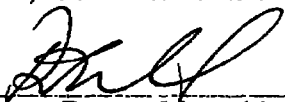
Sara Sluder

Notary Public

My commission expires: \_\_\_\_\_



MANUFACTURERS AND TRADERS TRUST  
COMPANY, as Indenture Trustee

By:   
Name: Dante Monakil  
Title: Vice President

STATE OF DELAWARE ) SS.:  
COUNTY OF NEW CASTLE

On this 4th day of June, 2009 before me personally appeared DANTEM. MANAKIL to me personally known, who being duly sworn, says that he/she is the V.P. of Manufacturers and Traders Trust Company, as Indenture Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires: 9-23-10

**JOAN F. WILSON**  
**NOTARY PUBLIC**  
**STATE OF DELAWARE**  
***My commission expires Sept. 23, 2010***



**SCHEDULE 1****SCHEDULE OF CHANGE TO RECORDING MARKS & NUMBERS****Car Type: K341****Description: (68) Aluminum Coal Rapid Discharge Hopper Cars**

<u>Current Mark &amp; Number</u>		<u>Replacement Mark &amp; Number</u>	
CEFX	62163	DGHX	9292
CEFX	60260	CITX	600100
CEFX	60310	CITX	600101
CEFX	60342	CITX	600102
CEFX	60344	CITX	600103
CEFX	60777	CITX	600104
CEFX	61865	CITX	600117
CEFX	60774	CITX	600123
CEFX	60244	CITX	600251
CEFX	60276	CITX	600252
CEFX	60328	CITX	600253
CEFX	60345	CITX	600254
CEFX	60271	CITX	600255
SCSX	97558	CITX	600000
SCSX	97570	CITX	600001
SCSX	97571	CITX	600002
SCSX	97579	CITX	600003
SCSX	97583	CITX	600004
SCSX	97589	CITX	600005
SCSX	97590	CITX	600006
SCSX	97592	CITX	600007
SCSX	97596	CITX	600008
SCSX	97639	CITX	600009
SCSX	97642	CITX	600010
SCSX	97643	CITX	600011
SCSX	97645	CITX	600012
SCSX	97651	CITX	600013
SCSX	97655	CITX	600014
SCSX	97656	CITX	600015
SCSX	97657	CITX	600016
SCSX	97659	CITX	600017
SCSX	97660	CITX	600018
SCSX	97663	CITX	600019
SCSX	97665	CITX	600020

*(Trust Indenture Supplement 2H)*

<u>Current Mark &amp; Number</u>		<u>Replacement Mark &amp; Number</u>	
SCSX	97666	CITX	600021
SCSX	97674	CITX	600022
SCSX	97678	CITX	600023
SCSX	97686	CITX	600024
SCSX	97692	CITX	600025
SCSX	97693	CITX	600026
SCSX	97699	CITX	600027
SCSX	97709	CITX	600028
SCSX	97713	CITX	600029
SCSX	97714	CITX	600030
SCSX	97716	CITX	600031
SCSX	97719	CITX	600032
SCSX	97723	CITX	600033
SCSX	97724	CITX	600034
SCSX	97729	CITX	600035
SCSX	97730	CITX	600036
SCSX	97731	CITX	600037
SCSX	97735	CITX	600038
SCSX	97739	CITX	600039
SCSX	97747	CITX	600040
SCSX	97763	CITX	600041
SCSX	97791	CITX	600042
SCSX	97797	CITX	600043
SCSX	97798	CITX	600044
SCSX	97801	CITX	600045
SCSX	97803	CITX	600046
SCSX	97805	CITX	600047
SCSX	97806	CITX	600048
SCSX	97809	CITX	600049
SCSX	97810	CITX	600050
SCSX	97813	CITX	600051
SCSX	97816	CITX	600052
SCSX	97817	CITX	600053
SCSX	97818	CITX	600054

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

6/16/09



\_\_\_\_\_  
Robert W. Alvord